

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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ORDER APPROVING SETTLEMENT AGREEMENT BETWEEN
REORGANIZED DEBTORS AND UNITED STATES COMPROMISING AND
ALLOWING PROOF OF CLAIM NUMBER 14309

Upon the motion, dated October 4, 2011 (the "Motion"),¹ of DPH Holdings Corp. ("DPH Holdings") and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), successors to Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for entry of an order approving the settlement agreement entered into between the Reorganized Debtors and the United States of America (the "United States"), on behalf of the United States Environmental Protection Agency (the "EPA"), compromising and allowing proof of claim number 14309 ("Claim 14309") filed by the United States, on behalf of the EPA, a copy of which is attached as **Exhibit A** hereto (the "Settlement Agreement"); and upon the pleading filed by the United States in support of the Motion at docket no. 21722 (the "Statement," and together with the Motion, the "Pleadings"); and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and notice of the Settlement Agreement having been published in the Federal Register for public comment, and it appearing that no other or further notice need be provided; and upon the record of the November 17, 2011 hearing held by the Court on the Motion; and the Court having found and concluded that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is granted.
2. The Settlement Agreement, a copy of which is attached hereto as Exhibit A, is approved as fair, reasonable, and consistent with environmental law.
3. Claim 14309 shall be allowed as a prepetition claim in the amount of \$857,582.52 against DPH-DAS LLC and shall be in full satisfaction of Claim 14309.
4. Consistent with paragraph 2 of the Settlement Agreement, nothing in this Order alters the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified or this Court's Order Approving Modifications Under 11 U.S.C. § 1127(b) To (I) First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified And (II) Confirmation Order (Docket No. 12359) (Docket No. 18707).
5. Except as it relates to the sites identified in the Federal Register publication giving notice of the Settlement Agreement: (i) the Settlement Agreement is without prejudice to the amended administrative expense application submitted by the United States, on

behalf of EPA, dated November 4, 2009 ("Claim 19786") and (ii) nothing in the Settlement Agreement shall be construed to resolve Claim 19786.

6. The United States, on behalf of the EPA, is hereby authorized to apply the allowed amount of Claim 14309 as a setoff against the refund owed to the Reorganized Debtors in connection with the settlement of the Delphi FICA Case.

7. The effectiveness of the Settlement Agreement is subject to a proposed settlement of the action Delphi Corporation, et al. v. United States, No. 08 Civ. 4487 (PKC) (S.D.N.Y.). In the event the proposed settlement of that action never becomes effective, the parties shall file a joint notice indicating that the settlement of the Delphi FICA Case is not effective, which notice shall render this Order null and void, and the parties shall not be bound hereunder, or under any documents executed in connection with the Settlement Agreement or this Order.

8. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this order.

Dated: White Plains, New York
November 17, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE